

06<sup>th</sup> September, 2016

To, BSE Ltd Floor 25, P J Towers, Dalal Street Mumbai – 400 001	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400 051
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Dear Sir,

Sub: Notice of 32<sup>nd</sup> Annual General Meeting under Regulation 30(2) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

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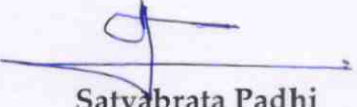
We wish to inform you that the 32<sup>nd</sup> Annual General Meeting of the Company is scheduled to be held on Monday, the 26<sup>th</sup> September, 2016 at 4:00 P.M at the West Minister Hall, The Central Court Hotel, 6-1-71, Lakdikapool, Hyderabad - 500 082, Telangana.

We are enclosing herewith the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For Pitti Laminations Limited

  
Satyabrata Padhi  
Company Secretary

Regd.&H.O : 6-3-648 / 401, 4th floor, Padmaja Landmark, Somajiguda, Hyderabad - 500 082., Telangana, India.  
Plant-I : Survey No. 1603 & 1607, Nandigaon (V), Mahaboob Nagar Dist. - 509 223, Telangana, India.  
Plant-II : Survey No. 1837 & 1838, Jingoniguda Road, Nandigaon (V), Mahaboob Nagar Dist. - 509 223, Telangana, India.  
Plant-III : Plot No. PAP-K-11 MIDC Near Village Khalumbre, Chakan Post, Tal-Khed, Dist-Pune-410501, India.  
Tool Room : Survey No. 1603 & 1607, Nandigaon (V), Mahaboob Nagar Dist. - 509 223, Telangana, India.



# NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of Pitti Laminations Limited will be held on Monday, the 26th September, 2016 at 4.00 P.M at the West Minister Hall, The Central Court Hotel, 6-1-71, Lakdikapool, Hyderabad – 500 082, Telangana, India to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. **To Consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT Shri Akshay S Pitti, Director of the Company who retires by rotation in accordance with Companies Act, 2013 and who being eligible offers himself for re-appointment be and is hereby reappointed as a Director of the Company.”

3. **Ratification of Appointment of Statutory Auditors.**

**To Consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:**

“RESOLVED THAT pursuant to section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, the appointment of M/s.Laxminiwas & Co, Chartered Accountants, Hyderabad, having firm registration number FRN 011168S as Statutory Auditors of the Company for a term of three years i.e till the conclusion of the 33rd AGM of the Company which was subject to ratification at every AGM be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of 33rd AGM of the Company to be held in the year 2017 at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit”.

## SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, if any, read with rules made there under and pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, read with Related Party Transaction Policy of the Company, the material related party transactions entered into by the Company with related parties as per the details given in the explanatory statement annexed to this notice be and are hereby confirmed and approved.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this Resolution.”

5. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s.S S Zanwar & Associates, Cost Accountants (Firm Registration No.100283), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, amounting to ₹ 2 lacs (Rupees Two lacs only) and the payment of service tax as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

## Notes:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. The relevant details as required under Listing Agreement/ SEBI (Listing Obligation and Disclosure Requirements)

Regulations, 2015, of persons seeking appointment / re-appointment relating to item No. 2 of the Notice is also annexed.

**3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

**4.** The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are XL Softech Systems, Plot No.3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034, Telangana, India.

**5.** The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2016 to 26th September, 2016 (both days inclusive) in connection with Annual General Meeting (AGM).

**6.** Pursuant to section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company's Registrar and Transfer Agents or with the Depository.

**7.** Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

**8.** The notice of Annual General Meeting, Annual Report and Attendance slip are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. Physical copy of the notice of Annual General Meeting, Annual Report and Attendance slip are being sent to those members who have not registered their e-mail IDs with the Company or depository participant(s). Members who have received the notice of

Annual General Meeting, Annual Report and Attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter to attend the Annual General Meeting.

**9.** Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No.SH-13 duly filled in to XL Softech Systems Ltd at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

**10.** The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service ("ECS") to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.

**11.** The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Members through the Electronic Clearing Service ("ECS")/ National Electronic Clearing Service ("NECS"). Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents/ Depository Participants in the prescribed form and with the prescribed details. Members located in places where ECS/NECS facility is not available may submit their bank details to the Registrar and Transfer Agents. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.

**12.** Members are requested to:

(a) intimate to the Company's Registrar and Transfer Agents, XL Softech Systems Ltd changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;



- (b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form.
  - (c) quote their folio number/Client ID/DP ID in all correspondence; and
  - (d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
13. Members are requested to note that as per section 124 of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
  14. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office of the Company on all working days between 11.00a.m and 1.00p.m upto the date of the meeting.
  15. Members seeking any information with regard to accounts and any other information relating to this Annual Report are requested to write to the Company atleast 10 days in advance of the meeting to enable the management to keep the information ready.
  16. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance slip. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter.
  17. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
  18. **E-Voting:**  
The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 32nd Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 16th September, 2016 (cut-off date), are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence on Friday, 23rd September, 2016 (10:00 hrs) and will end on Sunday, 25th September, 2016 (17:00 hrs).

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Shri Ajay Kishen, Practising Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

#### 19. Procedure for e-voting

The Company has entered into an arrangement with Central Depository Services (India) Limited for facilitating e-voting for AGM. The instructions for e-voting are as under:

##### A. In case of members receiving e-mail (for members whose email address are registered with the Company / Registrar)

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2016, 10.00 A.M and ends on 25th September, 2016 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.





(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy of notice of 32nd Annual General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):**

i. Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

**C. General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 16th September, 2016.
- ii. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- iii. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- iv. The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- v. The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.pitti.in](http://www.pitti.in). The results shall simultaneously be communicated to the Stock Exchanges.
- vi. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

By order of the Board  
For Pitti Laminations Limited

**Satyabrata Padhi**  
Company Secretary  
M.No. A25559

Place: Hyderabad  
Date: 10th August, 2016

## Explanatory statement under section 102 of the Companies Act, 2013

### Item 4

As per Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 all related party transactions shall require the prior approval of the audit committee and in case of material related party transaction wherein a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of Company.

Accordingly the Audit Committee has approved the transactions entered into with Pitti Castings Pvt Ltd a related party. The details of the transactions entered into with the related party are as detailed below:

Sl. No.	Nature of transaction	Amount of Transaction ₹ In lakh	% to the annual turnover of the Company
1	Purchases	3,421.83	11.08
2	Job work incurred	40.70	0.13
3	Sales	135.54	0.44
4	Job work charges earned	128.90	0.42
	Total	4,133.10	13.38

The above transactions entered into with the related party are entered into in the ordinary course of business and at arm's length basis, hence the provisions of section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are not applicable to the above transactions.

As per Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

Except Shri Sharad B Pitti, Shri Akshay S Pitti and Shri N R Ganti none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the members.

### Item 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s.S S Zanwar & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Resolution set out at Item No.5 for approval of the members.

By order of the Board  
For Pitti Laminations Limited

**Satyabrata Padhi**  
Company Secretary  
M.No. A25559

Place: Hyderabad  
Date: 10th August, 2016

## Information about the Directors proposed to be re-appointed

Sl. No.	Particulars	Shri Akshay S Pitti
1	Date of Birth	28.10.1985
2	Date of Appointment	14.10.2004
3	Expertise in the Specific functional area	Industrial Management
4	Occupation	Business
5	Directorships held in other companies / firms	Pitti Castings Pvt Ltd, Pitti Electrical Equipment Pvt Ltd, Pitti Holdings Pvt Ltd, Pitti Components Ltd
6	Shareholding in Pitti Laminations Ltd	3158200 shares 11.70%



# PITTI LAMINATIONS LIMITED

Corporate Identity No: L29253TG1983PLC004141  
Registered Office: 6-3-648/401, IV Floor  
Padmaja Landmark, Somajiguda  
Hyderabad- 500 082, Telangana, INDIA  
Ph: 040 - 23312774, Fax No.: 040 - 23393985  
Email:shares@pittilam.com, website: www.pitti.in

## ATTENDANCE SLIP

Folio No. .... DP ID No.....Client ID No.....

NameoftheMember(s):.....Signature.....

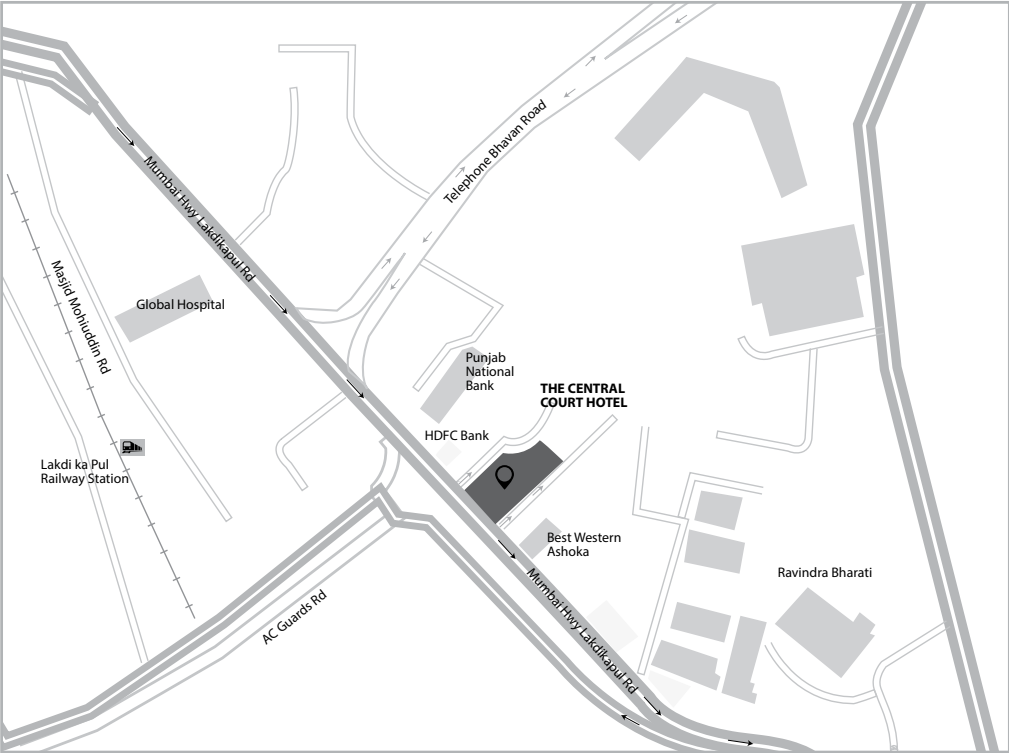
NameoftheMember(s):.....Signature.....

1. Only Member / Proxy holder can attend the meeting
  2. Member / Proxy holder should bring his / her copy of the Annual Report for reference at the meeting.
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# ROUTE MAP





# PITTI LAMINATIONS LIMITED

Corporate Identity No: L29253TG1983PLC004141  
Registered Office: 6-3-648/401, IV Floor  
Padmaja Landmark, Somajiguda  
Hyderabad- 500 082, Telangana, INDIA  
Ph: 040 - 23312774, Fax No.: 040 - 23393985  
Email:shares@pittilam.com, website: www.pitti.in

## Form No.MGT-11 PROXY FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s).....

Registered address.....

E-mail ID.....

Folio No / DP ID - Client ID .....

I/we, being the Member(s) of PITTI LAMINATIONS LIMITED holding \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : .....

Address: .....

E-mail ID: .....

Signature: .....or failing him/her

2. Name : .....

Address: .....

E-mail ID: .....

Signature: .....or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Monday, the 26th September, 2016 at 4.00 P.M at the West Minister Hall, The Central Court Hotel, 6-1-71, Lakdi-ka-pool, Hyderabad and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business:</b>	
1.	Adoption of audited financial statement of the Company for the financial year ended 31st March, 2016
2.	Appointment of Shri Akshay S Pitti as Director of the Company
3.	Ratification of appointment of statutory auditors
<b>Special Business:</b>	
4.	Approval of material related party transactions for the FY 2015-16
5.	Ratification of appointment of Cost auditor for the FY 2016-17

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxy holder(s) \_\_\_\_\_



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

